

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In Re:

Chapter 11

APART NORTH AMERICA, INC.,

Case No. 11-

Debtor.

**CERTIFICATION
OF RESOLUTION**

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I, the undersigned, President of APART North America, Inc. (the "Corporation"), do hereby certify that at a meeting of the shareholders of the Corporation duly called and held on the 28th day of July, 2011, the following resolutions were adopted by the Corporation, and they have not been modified or rescinded, and are still in full force and effect:

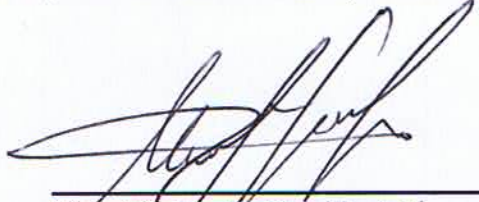
"RESOLVED, that in the judgment of the members, it is desirable and in the best interest of this Corporation, its Creditors, and other interested parties, that a Petition be filed by this Corporation under the Provisions of Chapter 11 of the Bankruptcy Code; and it was further

"RESOLVED, that the form of Petition under said Chapter 11 presented to this meeting be, and the same hereby is, approved and adopted in all respects, and that Murat Goker as President of this Corporation, is authorized to execute and verify a Petition substantially in such form and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of New York at such time as he shall determine; and it was further

"RESOLVED, that this Corporation be, and he hereby is, authorized to execute and file all Petitions, reorganization schedules, lists and other papers and to take any and all action which it may deem necessary or proper in connection with such Chapter 11 Case, and, in that connection, that the firm of Shafferman & Feldman LLP be retained and employed as legal counsel for the Corporation under a general

retainer, in addition to such special counsel as may hereafter become necessary or proper with a view to the successful termination of such Chapter 11 Case."

IN WITNESS WHEREOF, I have hereunto set my hand and seal of the Corporation
this 29th day of July, 2011.



Murat Coker, as President of
APART North America, Inc.